Pay Tel Communications, Inc.

FINANCIAL STATEMENTS and Independent Auditor's Report

December 31, 2014 and 2013



Leeper, Kean & Rumley For Public Inspection Certified Public Accountants and Consultants

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Stockholders Pay Tel Communications, Inc. Greensboro, North Carolina

Report on the Financial Statements

We have audited the accompanying financial statements of Pay Tel Communications, Inc. (an S Corporation), which comprise the balance sheets as of December 31, 2014 and 2013, and the related statements of operations and retained earnings and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Pay Tel Communications, Inc. as of December 31, 2014 and 2013, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Greensboro, North Carolina

Leeper, Krom & Rumley, U.P.

May 18, 2015

Pay Tel Communications, Inc.

BALANCE SHEETS

December 31, 2014 and 2013

Assets

<u>2014</u> <u>2013</u>

Current assets:

Cash

Net accounts receivable

Prepaid expenses and other receivables

Notes receivable from related parties

Total current assets

Property and equipment, at cost:

Inmate communications equipment

Office furniture, equipment and software

Leasehold improvements

Vehicles

Total property and equipment

Less accumulated depreciation and amortization

Net property and equipment

Other assets:

Net deferred contract costs and commissions

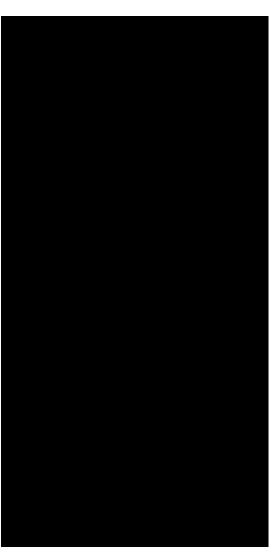
Settlement reserve deposits

Cash surrender value of Stockholder's life insurance

Deposits and other noncurrent assets

Total other assets

Total Assets



Pay Tel Communications, Inc.

BALANCE SHEETS
December 31, 2014 and 2013

Liabilities and Stockholders' Equity

<u>2014</u> <u>2013</u>

Current liabilities:

Current portion of equipment loans
Current portion of capitalized lease
Unearned revenues
Accounts payable
Accrued expenses and other liabilities

Due to stockholder

Total current liabilities

Noncurrent liabilities:

Noncurrent portion of equipment loans

Noncurrent portion of capitalized lease

Total noncurrent liabilities

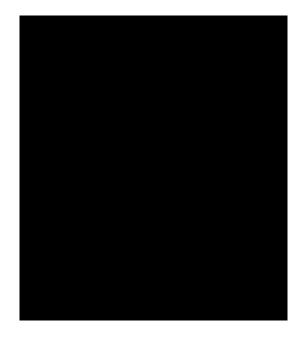
Total liabilities

Stockholders' equity:

Common stock, 1,000 voting shares and 99,000 nonvoting shares authorized, issued and outstanding Retained earnings

Total stockholders' equity

Total Liabilities and Stockholders' Equity





Pay Tel Communications, Inc.

STATEMENTS OF OPERATIONS AND RETAINED EARNINGS For the Years Ended December 31, 2014 and 2013

<u>2014</u> <u>2013</u>

Net revenues

Costs of revenues

Gross profit

Selling, general and administrative expenses:

Salaries and related expenses

Professional services

Rents, maintenance and utilities

Depreciation and amortization

Other

Computer supplies and support

Telephone and broadband

Property taxes, licenses and insurance

Research and development

Total selling, general and administrative expenses

Income before other expenses

Other expenses:

Loss on notes receivable from related parties

Interest and amortization

Net loss on disposal of property and equipment

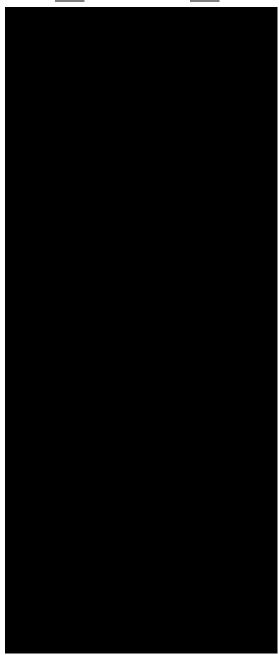
Total other expenses

Net income (loss)

Retained earnings at beginning of year

Distributions to stockholders

Retained earnings at end of year



Pay Tel Communications, Inc.

STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2014 and 2013

Increase (Decrease) in Cash

<u>2014</u> <u>2013</u>

Operating activities:

Net income (loss)

Adjustments to reconcile net income (loss) to net cash provided by operating activities:

Depreciation and amortization of property and equipment

Amortization of deferred contract costs

Amortization of other noncurrent assets

Allowance for doubtful accounts and other noncash activities

Net loss on disposal of property and equipment

Loss on notes receivable from related parties

Cash surrender value of Stockholder's life insurance

(Increase) decrease in related assets:

Accounts receivable and settlement reserve deposits

Prepaid expenses and other receivables

Net deferred contract costs

Increase (decrease) in related liabilities:

Accounts payable

Accrued expenses and other liabilities

Unearned revenues

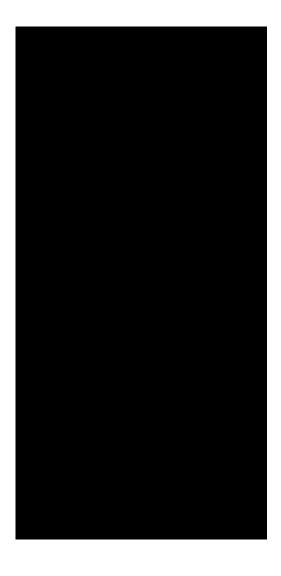
Net cash provided by operating activities

Investing activities:

Purchases of property and equipment

Net proceeds from sale of property and equipment

Net cash used in investing activities



Pay Tel Communications, Inc.

STATEMENTS OF CASH FLOWS - CONTINUED For the Years Ended December 31, 2014 and 2013

Financing activities:

Net repayments on working capital line of credit
Borrowings from equipment loans
Repayments on equipment loans
Payments on capitalized lease
Distributions to stockholders
Loan origination fees

Net cash used in financing activities

Net increase in cash

Cash at beginning of year

Cash at end of year

Supplemental Disclosures

Interest paid

Noncash Investing and Financing Activities

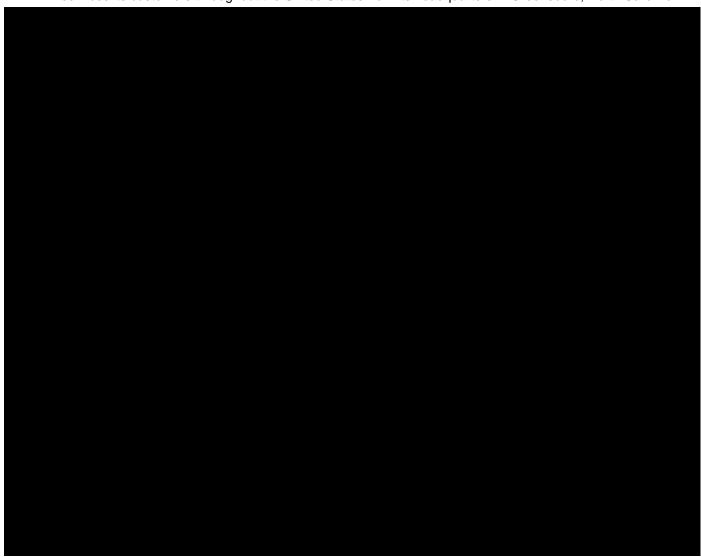


Pay Tel Communications, Inc.

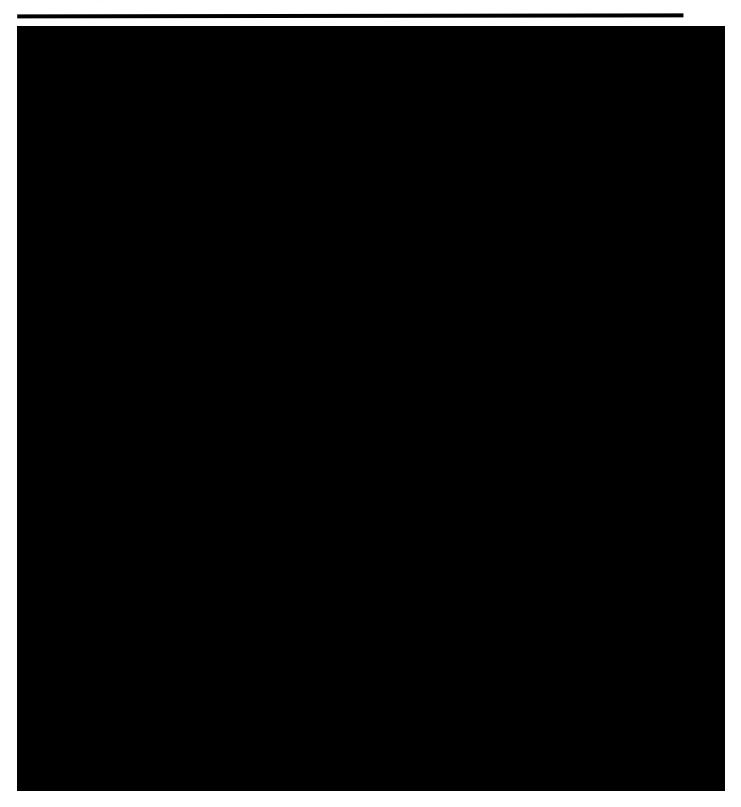
NOTES TO FINANCIAL STATEMENTS December 31, 2014 and 2013

(1) Nature of Business

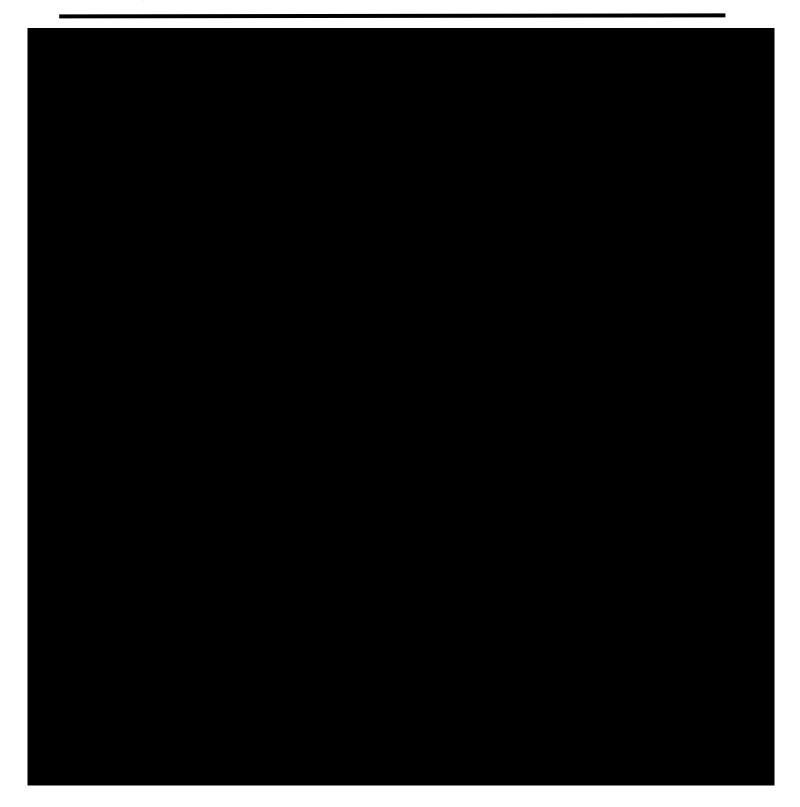
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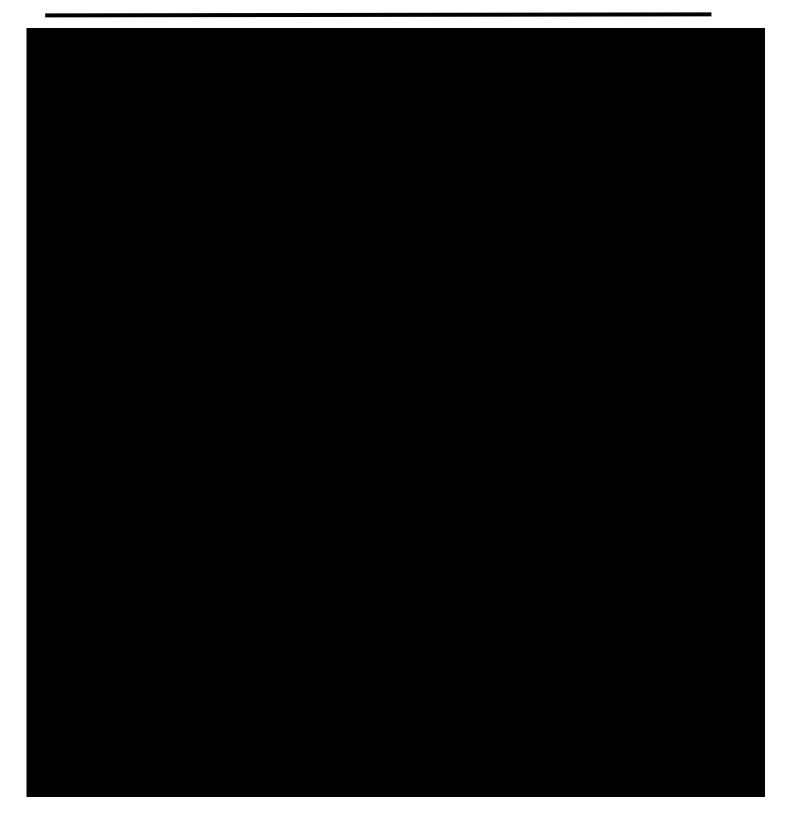
Pay Tel Communications, Inc.



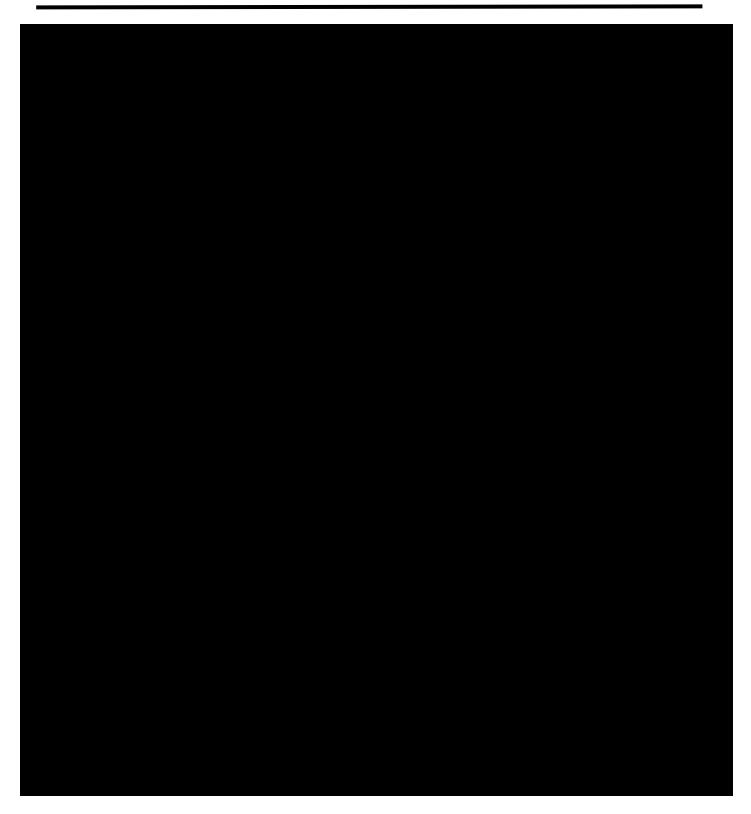
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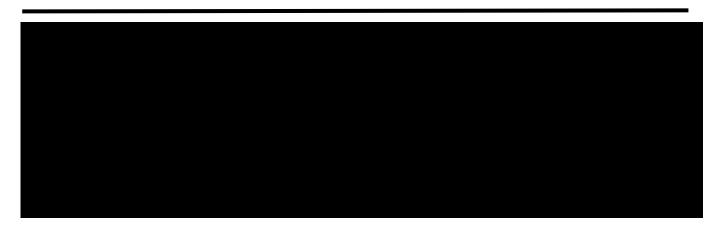
Pay Tel Communications, Inc.



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FINANCIAL STATEMENTS and Independent Auditor's Report

December 31, 2015 and 2014



Leeper, Keare & Rumley, For Bublic Inspection Certified Public Accountants and Consultants

INDEPENDENT AUDITOR'S REPORT

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Greensboro, North Carolina

Leeper, Krow & Rumley, U.P.

April 27, 2016

Pay Tel Communications, Inc.

BALANCE SHEETS

December 31, 2015 and 2014

Assets

<u>2015</u> <u>2014</u>

Current assets:

Cash

Net accounts receivable

Prepaid expenses and other receivables

Related party notes receivable and advances

Total current assets

Property and equipment, at cost:

Inmate communications equipment

Office furniture, equipment and software

Leasehold improvements

Vehicles

Total property and equipment

Less accumulated depreciation and amortization

Net property and equipment

Other assets:

Net deferred contract costs and commissions

Settlement reserve deposits

Cash surrender value of Stockholder's life insurance

Deposits and other noncurrent assets

Total other assets

Total Assets



Pay Tel Communications, Inc.

BALANCE SHEETS
December 31, 2015 and 2014

Liabilities and Stockholders' Equity

<u>2015</u> <u>2014</u>

Current liabilities:

Current portion of equipment loans
Current portion of capitalized lease
Accounts payable

Accrued expenses and other liabilities

Unearned revenues

Due to stockholder

Total current liabilities

Noncurrent liabilities:

Noncurrent portion of equipment loans

Noncurrent portion of capitalized lease

Total noncurrent liabilities

Total liabilities

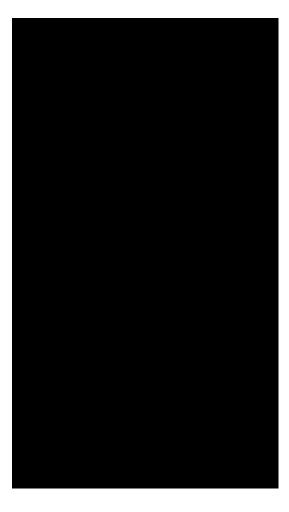
Stockholders' equity:

Common stock, 1,000 voting shares and 99,000 nonvoting shares authorized, issued and outstanding

Retained earnings

Total stockholders' equity

Total Liabilities and Stockholders' Equity



Pay Tel Communications, Inc.

STATEMENTS OF OPERATIONS AND RETAINED EARNINGS For the Years Ended December 31, 2015 and 2014

<u>2015</u> <u>2014</u>

Net revenues

Costs of revenues

Gross profit

Selling, general and administrative expenses:

Salaries and related expenses

Professional services

Depreciation and amortization

Rents, maintenance and utilities

Computer supplies and support

Travel

Property taxes, licenses and insurance

Florida sales and use tax (Note 11)

Telephone and broadband

Marketing

Publications, postage and printing

Other

Charitable contributions

Total selling, general and administrative expenses

Income before other expenses

Other income (expenses):

Other income

Loss on related party notes receivable

Interest and amortization

Net loss on disposal of property and equipment

Net other expenses

Net income

Retained earnings at beginning of year

Distributions to stockholders

Retained earnings at end of year

Pay Tel Communications, Inc.

STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2015 and 2014

Increase (Decrease) in Cash

<u>2015</u> <u>2014</u>

Operating activities:

Net income

Adjustments to reconcile net income to net cash

provided by operating activities:

Depreciation and amortization of property and equipment

Amortization of deferred contract costs

Amortization of other noncurrent assets

Allowance for doubtful accounts and other noncash activities

Net loss on disposal of property and equipment

Loss on related party notes receivable

Cash surrender value of Stockholder's life insurance

(Increase) decrease in related assets:

Accounts receivable and settlement reserve deposits

Prepaid expenses and other receivables

Net deferred contract costs

Increase (decrease) in related liabilities:

Accounts payable

Accrued expenses and other liabilities

Unearned revenues

Net cash provided by operating activities

Investing activities:

Purchases of property and equipment

Net proceeds from sale of property and equipment

Net related party advances

Net cash used in investing activities



Pay Tel Communications, Inc.

STATEMENTS OF CASH FLOWS - CONTINUED For the Years Ended December 31, 2015 and 2014

Financing activities:
Borrowings from equipment loans
Repayments on equipment loans
Payments on capitalized lease
Distributions to stockholders
Loan origination fees
Net cash used in financing activities

Net increase (decrease) in cash

Cash at beginning of year

Cash at end of year

Supplemental Disclosures

Interest paid

Noncash Investing and Financing Activities



Pay Tel Communications, Inc.

NOTES TO FINANCIAL STATEMENTS December 31, 2015 and 2014

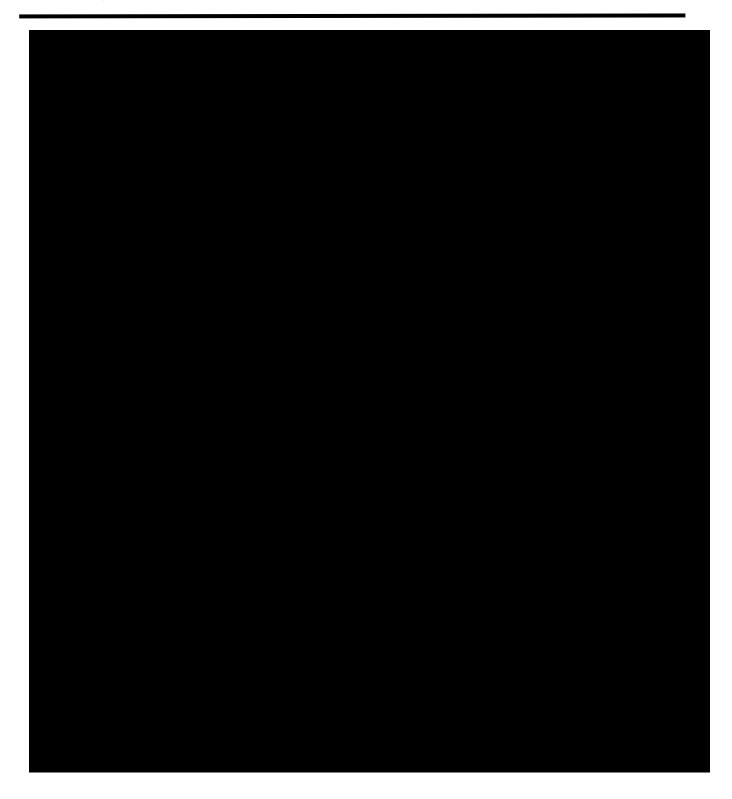
(1) Nature of Business

Pay Tel Communications, Inc. (the "Company") owns and operates automated telephone communication systems in confinement facilities for use by inmates under contracts with the confinement facilities that typically range from three to five years and expire at various times beginning in 2016. The Company services its customers throughout the United States from its headquarters in Greensboro, North Carolina.

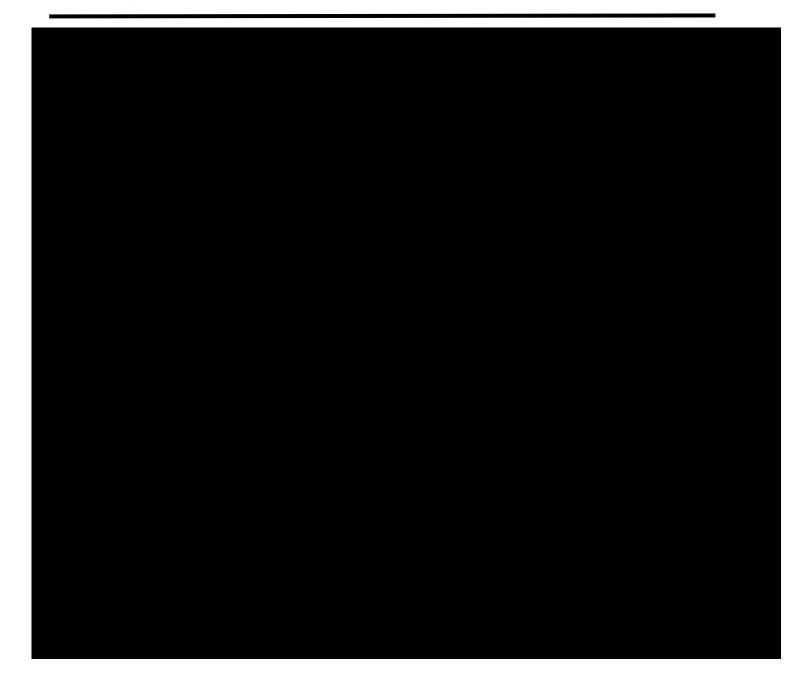
(2) Summary of Significant Accounting Policies



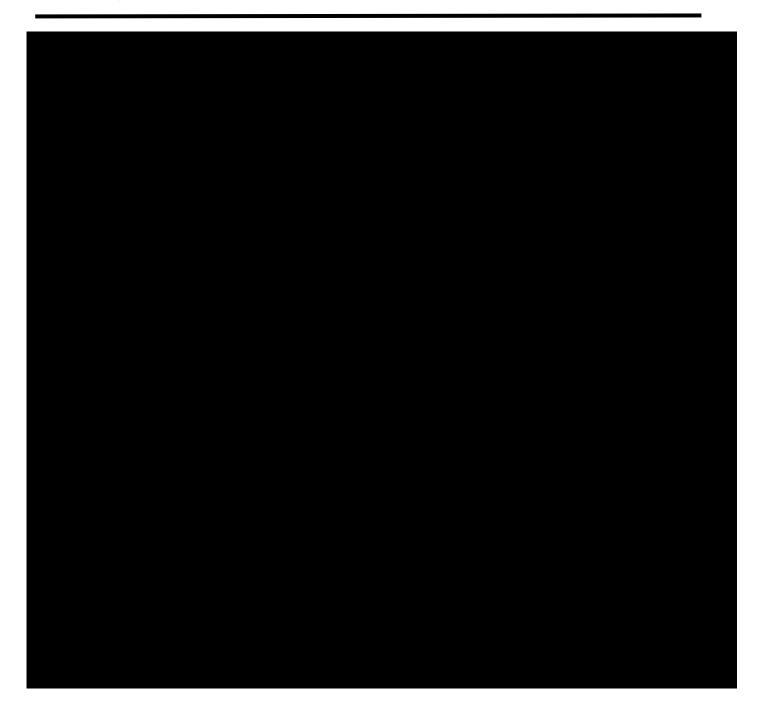
Pay Tel Communications, Inc.



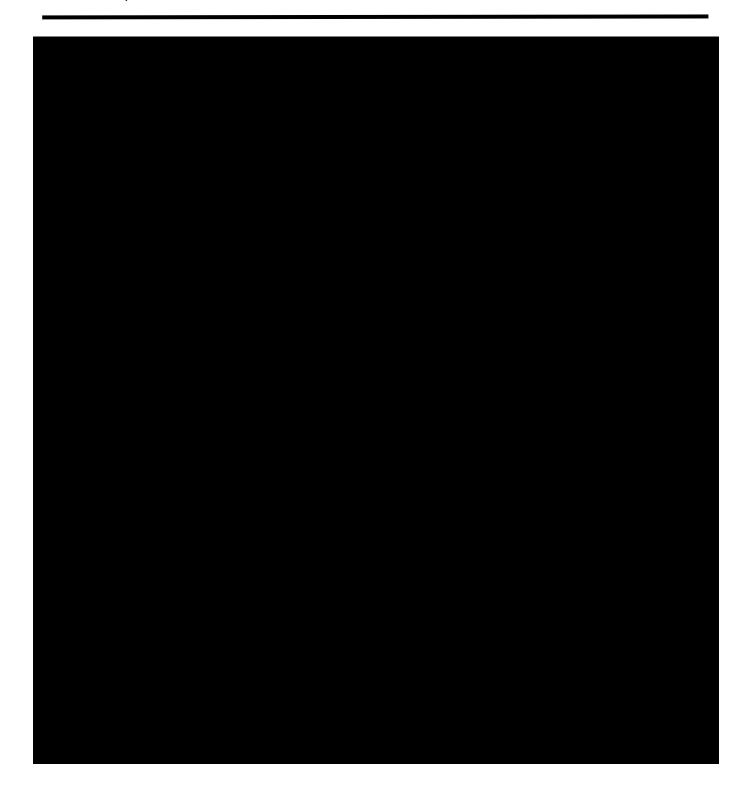
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FINANCIAL STATEMENTS and Independent Auditor's Report

December 31, 2016 and 2015



Leeper, Kear & Accountants and Consultants

INDEPENDENT AUDITOR'S REPORT

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Opinion

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Greensboro, North Carolina

Leeper, Krow & Rumley, U.P.

April 17, 2017

Pay Tel Communications, Inc.

BALANCE SHEETS December 31, 2016 and 2015

Assets

<u>2016</u> <u>2015</u>

Current assets:

Cash

Net accounts receivable

Prepaid expenses and other receivables

Related party notes receivable and advances

Total current assets

Property and equipment, at cost:

Inmate communications equipment

Office furniture, equipment and software

Leasehold improvements

Vehicles

Total property and equipment

Less accumulated depreciation and amortization

Net property and equipment

Other assets:

Net deferred contract costs and commissions

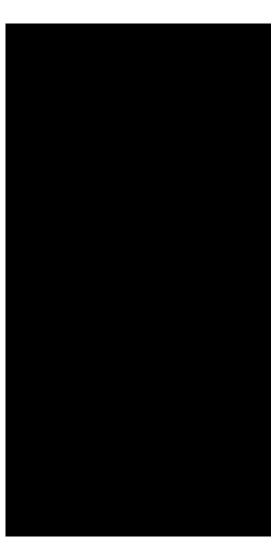
Settlement reserve deposits

Cash surrender value of Stockholder's life insurance

Deposits and other noncurrent assets

Total other assets

Total Assets



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Pay Tel Communications, Inc.

BALANCE SHEETS
December 31, 2016 and 2015

Liabilities and Stockholders' Equity

<u>2016</u> <u>2015</u>

Current liabilities:

Current portion of equipment loans Current portion of capitalized lease

Accounts payable

Accrued expenses and other liabilities

Unearned revenues

Due to stockholder

Total current liabilities

Noncurrent liabilities:

Noncurrent portion of equipment loans

Noncurrent portion of capitalized lease

Total noncurrent liabilities

Total liabilities

Stockholders' equity:

Common stock, 1,000 voting shares and 99,000 nonvoting shares authorized, issued and outstanding

Retained earnings

Total stockholders' equity

Total Liabilities and Stockholders' Equity



Pay Tel Communications. Inc.

STATEMENTS OF OPERATIONS AND RETAINED EARNINGS For the Years Ended December 31, 2016 and 2015

<u>2016</u> <u>2015</u>

Net revenues

Costs of revenues

Gross profit

Selling, general and administrative expenses:

Salaries and related expenses

Professional services

Depreciation and amortization

Rents, maintenance and utilities

Property taxes, licenses and insurance

Travel

Computer supplies and support

Telephone and broadband

Publications, postage and printing

Marketing

Charitable contributions

Other

Total selling, general and administrative expenses

Income before other expenses

Other income (expenses):

Florida sales and use tax (Note 11)

Other income

Loss on related party notes receivable

Interest and amortization

Net loss on disposal of property and equipment

Net other income (expenses)

Net income

Retained earnings at beginning of year

Distributions to stockholders

Retained earnings at end of year

Pay Tel Communications, Inc.

STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2016 and 2015

Increase (Decrease) in Cash

<u>2016</u> <u>2015</u>

Operating activities:

Net income

Adjustments to reconcile net income to net cash provided by operating activities:

Deposition and amortimation of annual

Depreciation and amortization of property and equipment

Amortization of deferred contract costs

Amortization of other noncurrent assets

Allowance for doubtful accounts and other noncash activities

Impairment of inmate communications equipment

Net loss on disposal of property and equipment

Loss on related party notes receivable

Cash surrender value of Stockholder's life insurance

(Increase) decrease in related assets:

Accounts receivable and settlement reserve deposits

Prepaid expenses and other receivables

Net deferred contract costs

Increase (decrease) in related liabilities:

Accounts payable

Accrued expenses and other liabilities

Unearned revenues

Net cash provided by operating activities

Investing activities:

Purchases of property and equipment

Net proceeds from sale of property and equipment

Net related party advances and due to stockholder

Net cash used in investing activities



Pay Tel Communications, Inc.

STATEMENTS OF CASH FLOWS - CONTINUEDFor the Years Ended December 31, 2016 and 2015

Financing activities:

Borrowings from equipment loans
Repayments on equipment loans
Payments on capitalized lease
Distributions to stockholders
Loan origination fees
Net cash used in financing activities

Net increase (decrease) in cash

Cash at beginning of year

Cash at end of year

Supplemental Disclosures

Interest paid

Noncash Investing and Financing Activities

Pay Tel Communications, Inc.

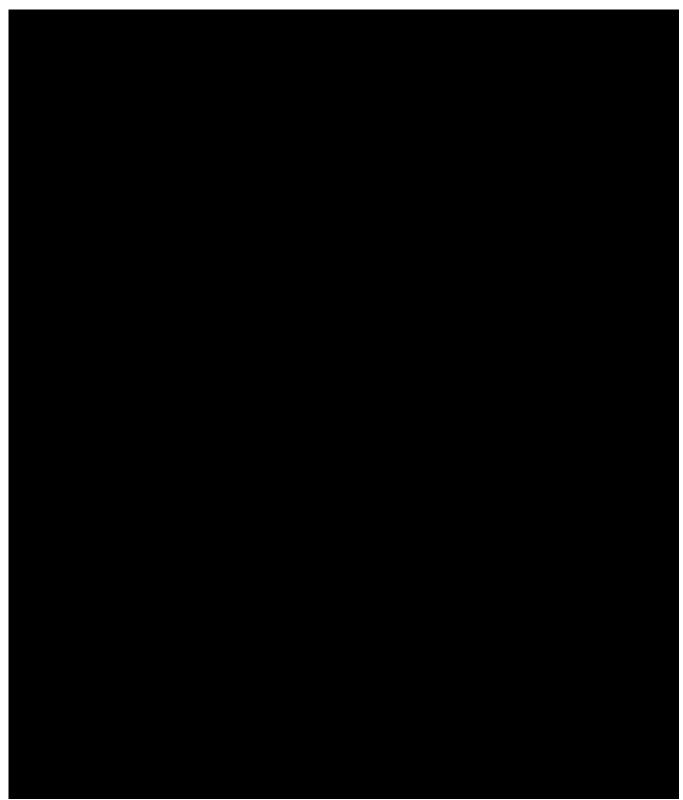
NOTES TO FINANCIAL STATEMENTS December 31, 2016 and 2015

(1) Nature of Business

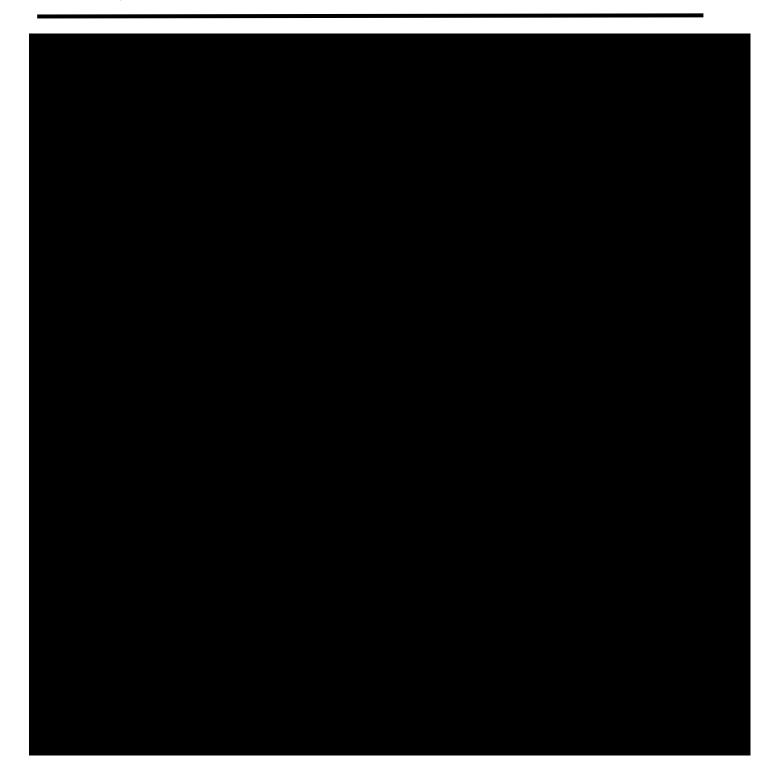
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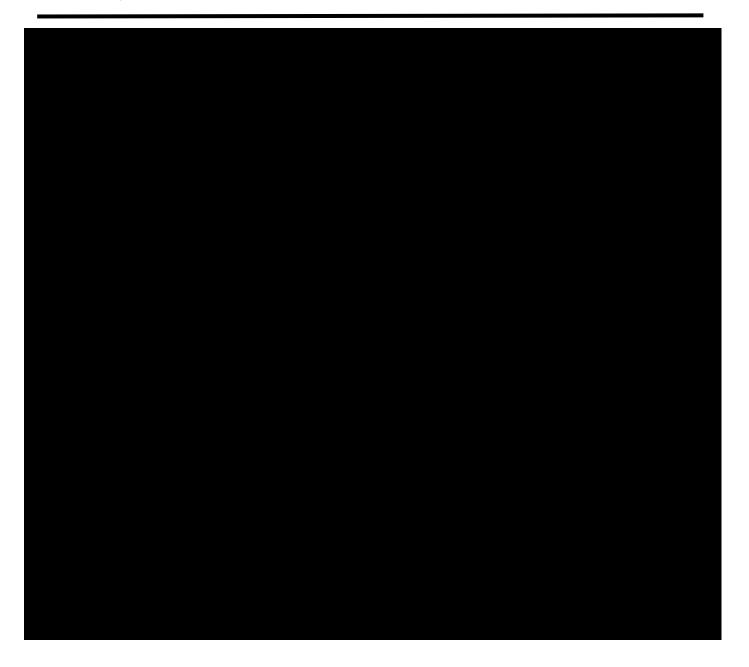
Pay Tel Communications, Inc.



Pay Tel Communications, Inc.



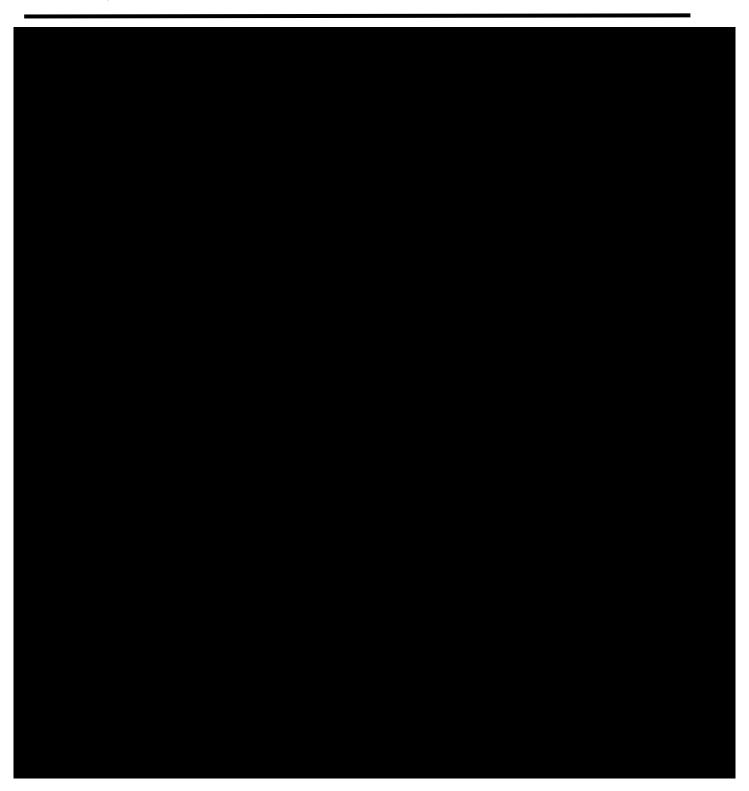
Pay Tel Communications, Inc.



Pay Tel Communications, Inc.



Pay Tel Communications, Inc.



Pay Tel Communications, Inc.

FINANCIAL STATEMENTS and Independent Auditor's Report

December 31, 2017 and 2016

Leeper, Kean & Rumley, L.L.P. Certified Public AREDDAG TO RUBLIC INSPECTION

INDEPENDENT AUDITOR'S REPORT

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Greensboro, North Carolina

Leeper, Krom & Rumley, U.P.

April 4, 2018

Pay Tel Communications, Inc.

BALANCE SHEETS

December 31, 2017 and 2016

Assets

<u>2017</u> <u>2016</u>

Current assets:

Cash, including \$50,000 restricted as collateral for credit facility

Net accounts receivable

Prepaid expenses and other receivables

Related party notes receivable and advances

Total current assets

Property and equipment, at cost:

Inmate communications equipment

Office furniture, equipment and software

Leasehold improvements

Vehicles

Total property and equipment

Less accumulated depreciation and amortization

Net property and equipment

Other assets:

Net deferred contract costs and commissions

Settlement reserve deposits

Cash surrender value of stockholder's life insurance

Deposits and other noncurrent assets

Total other assets

Total Assets



Pay Tel Communications, Inc.

BALANCE SHEETS
December 31, 2017 and 2016

Liabilities and Stockholders' Equity

<u>2017</u> <u>2016</u>

Current liabilities:

Current portion of equipment loans Current portion of capitalized leases Accounts payable Accrued expenses and other liabilities Unearned revenues

Due to stockholder

Total current liabilities

Noncurrent liabilities:

Noncurrent portion of equipment loans

Noncurrent portion of capitalized leases

Total noncurrent liabilities

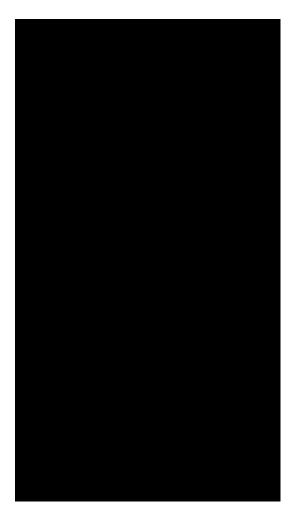
Total liabilities

Stockholders' equity:

Common stock, 1,000 voting shares and 99,000 nonvoting shares authorized, issued and outstanding Retained earnings

Total stockholders' equity

Total Liabilities and Stockholders' Equity



2016

REDACTED- FOR PUBLIC INSPECTION

Pay Tel Communications, Inc.

STATEMENTS OF OPERATIONS AND RETAINED EARNINGS For the Years Ended December 31, 2017 and 2016

<u>2017</u>

Net revenues

Costs of revenues

Gross profit

Selling, general and administrative expenses:

Salaries and related expenses

Professional services

Depreciation and amortization

Rents, maintenance and utilities

Computer supplies and support

Property taxes, licenses and insurance

Travel

Telephone and broadband

Charitable contributions

Marketing

Publications, postage and printing

Other

Total selling, general and administrative expenses

Income before other income (expenses)

Other income (expenses):

Florida sales and use tax (Note 11)

Loss on related party notes receivable

Interest and amortization

Net gain (loss) on disposal of property and equipment

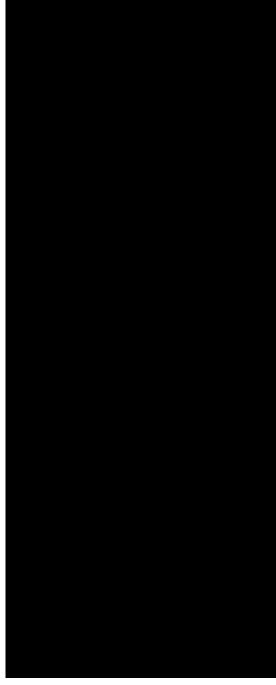
Net other income (expenses)

Net income

Retained earnings at beginning of year

Distributions to stockholders

Retained earnings at end of year



Pay Tel Communications, Inc.

STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2017 and 2016

Increase (Decrease) in Cash

<u>2017</u> <u>2016</u>

Operating activities:

Net income

Adjustments to reconcile net income to net cash provided by operating activities:

Depreciation and amortization of property and equipment Amortization of deferred contract costs and commissions

Amortization of other noncurrent assets

Allowance for doubtful accounts and other noncash activities

Impairment of inmate communications equipment

Net (gain) loss on disposal of property and equipment

Loss on related party notes receivable

Cash surrender value of Stockholder's life insurance

(Increase) decrease in related assets:

Accounts receivable and settlement reserve deposits

Prepaid expenses and other receivables

Net deferred contract costs and commissions

Increase (decrease) in related liabilities:

Accounts payable

Accrued expenses and other liabilities

Unearned revenues

Net cash provided by operating activities

Investing activities:

Purchases of property and equipment

Net proceeds from sale of property and equipment

Net cash used in investing activities



Pay Tel Communications, Inc.

STATEMENTS OF CASH FLOWS - CONTINUED For the Years Ended December 31, 2017 and 2016

<u>2017</u> <u>2016</u>

Financing activities:

Repayments on equipment loans

Payments on capitalized lease

Distributions to stockholders

Due to stockholder

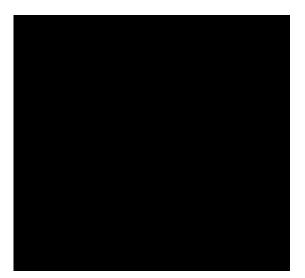
Loan origination fees

Net cash used in financing activities

Net increase in cash

Cash at beginning of year

Cash at end of year



Supplemental Disclosures

Interest paid



Noncash Investing and Financing Activities

Pay Tel Communications, Inc.

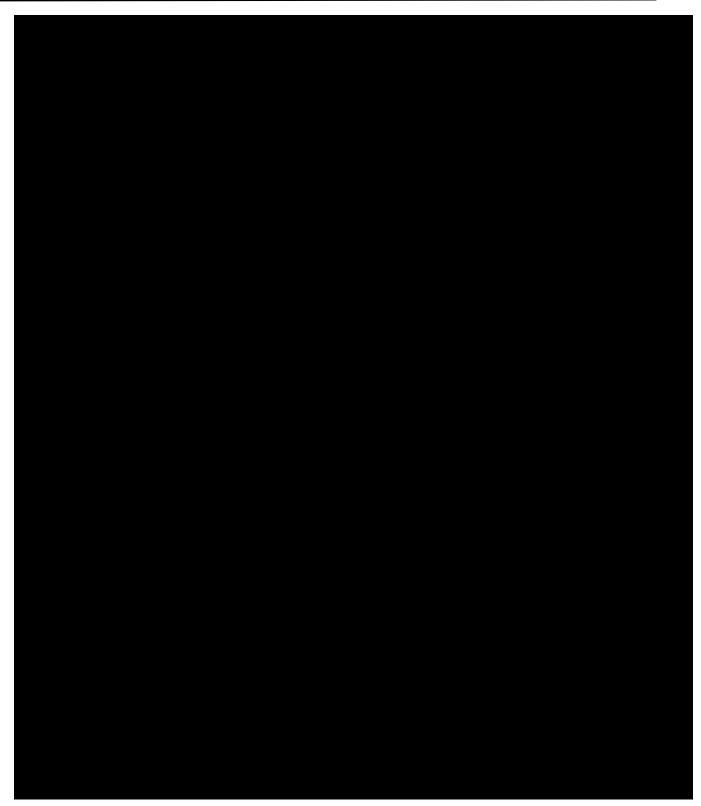
NOTES TO FINANCIAL STATEMENTS December 31, 2017 and 2016

(1) Nature of Business

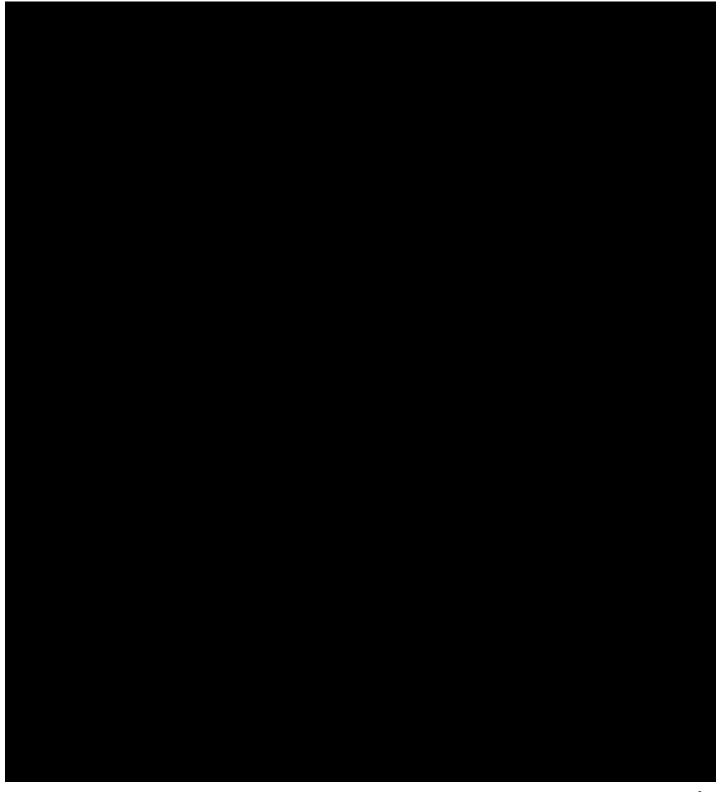
Pay Tel Communications, Inc. (the "Company") owns and operates automated telephone communication systems in confinement facilities for use by inmates under contracts with the confinement facilities that typically range from three to five years and expire at various times beginning in 2018. The Company services its customers throughout the United States from its headquarters in Greensboro, North Carolina.



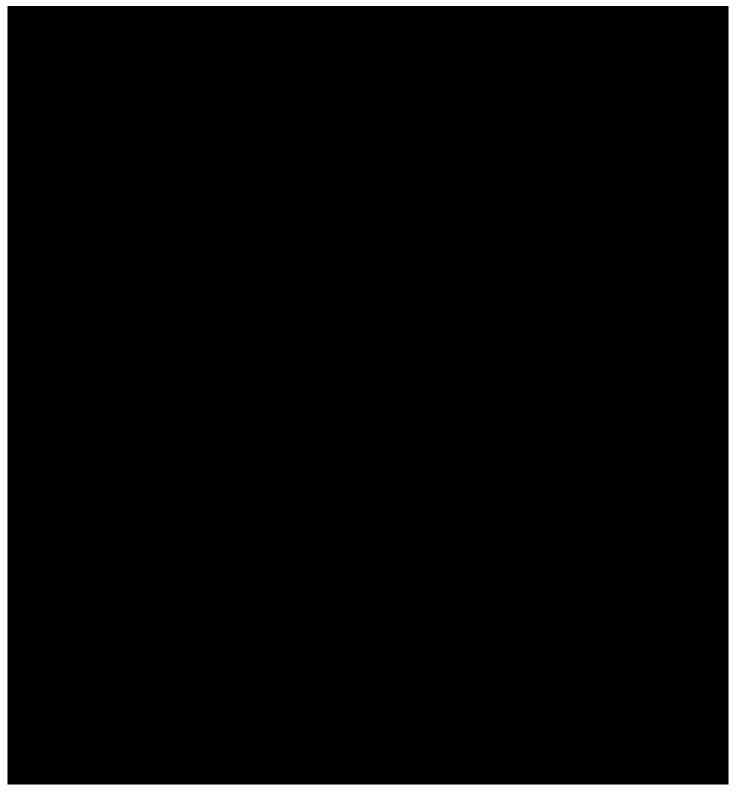
Pay Tel Communications, Inc.



Pay Tel Communications, Inc.



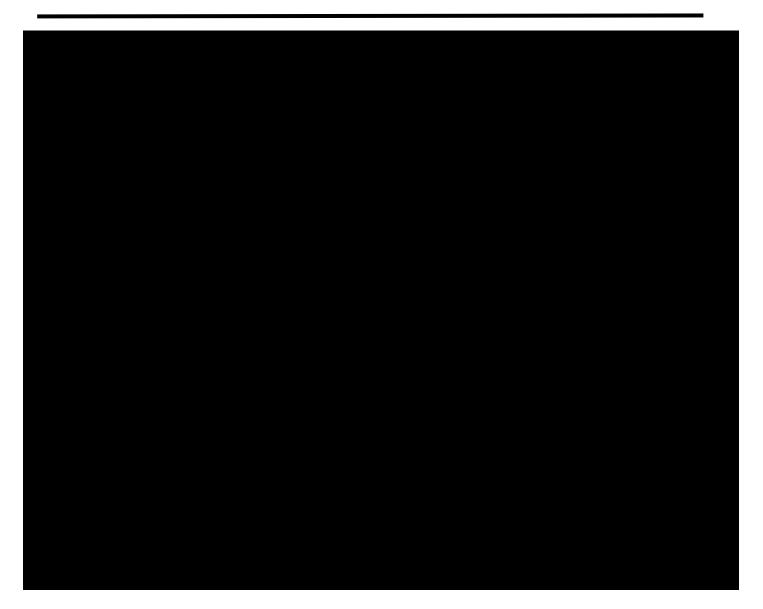
Pay Tel Communications, Inc.



Pay Tel Communications, Inc.



Pay Tel Communications, Inc.



REDACTED- FOR PUBLIC INSPECTION COMMISSION

Pay Tel Communications, Inc.

BALANCE SHEET December 31, 2018

Assets

2018

Current assets:

Cash

Net accounts receivable

Prepaid expenses and other receivables

Related party notes receivable and advances

Total current assets

Property and equipment, at cost:

Inmate communications equipment

Office furniture, equipment and software

Leasehold improvements

Vehicles

Total property and equipment

Less accumulated depreciation and amortization

Net property and equipment

Other assets:

Net deferred contract costs and commissions

Cash surrender value of stockholder's life insurance

Total other assets

Total Assets

Liabilities and Stockholders' Equity

Current Liabilities:

Working capital LOC and Current portion of equp loan

Current portion of capitalized lease

Accounts payable

Accrued expenses and other liablities

Unearned revenues

Due to Stockholder

Total current liabilities

Noncurrent liabilities:

Long Term Capital Lease Payable

Total noncurrent liabilities

Total Liabilities

Stockholders equity:

Common stock; 100,000 share authorized; 10,000 shares

issued and outstanding

Retained earnings

Total stockholders' equity

Total Liabilities and Stockholders' Equity

REDACTED- FOR PUBLIC INSPECTION COMMISSION

Pay Tel Communications, Inc.

STATEMENTS OF OPERATIONS AND RETAINED EARNINGS For the Year Ended December 31, 2018

2018

Net Revenues

Cost of Revenues

Gross Profit

Selling, general and administrative expenses:

Salaries and related expenses

Professional services

Depreciation and amortization

Rents, maintenance and utilities

Computer supplies and support

Taxes, License, Regulatory and Insurance

Travel

Telephone and broadband

Dues, Publications, Postage and Printing

Marketing

Charitable contributions

Other

Total selling, general and administrative expenses

Income before other income (expenses)

Other income (expenses)

Net income (loss)

Retained earnings at beginning of year Stockholder's distributions

Retained earnings at end of period